

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEW JERSEY

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>RTW Retailwinds, Inc.</u>	
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	<u>FKA New York & Company, Inc.</u>	
3. Debtor's federal Employer Identification Number (EIN)	<u>33-1031445</u>	
4. Debtor's address	Principal place of business <u>330 W. 34th Street</u> <u>9th Floor</u> <u>New York, NY 10001</u> <small>Number, Street, City, State & ZIP Code</small> <u>New York</u> <small>County</small>	Mailing address, if different from principal place of business <hr/> <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business <hr/> <small>Number, Street, City, State & ZIP Code</small>
5. Debtor's website (URL)	<u>https://www.nyandcompany.com/rtwretailwinds</u>	
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor **RTW Retailwinds, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4481**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Affiliate List	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **RTW Retailwinds, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☒ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **RTW Retailwinds, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/13/2020
MM / DD / YYYY**X** 

Signature of authorized representative of debtor

Sheamus Toal

Printed name

Title **CEO, CFO and Treasurer****18. Signature of attorney** **X** /s/ Michael D. Sirota

Signature of attorney for debtor

Date 07/13/2020

MM / DD / YYYY

Michael D. Sirota

Printed name

Cole Schotz P.C.

Firm name

Court Plaza North**25 Main Street****Hackensack, NJ 07601**

Number, Street, City, State & ZIP Code

Contact phone **201-489-3000**Email address **msirota@coleschotz.com****MS-4088 NJ**

Bar number and State

LIST OF AFFILIATES

<u>COMPANY</u>
RTW Retailwinds, Inc.
Lerner New York Holding, Inc.
Lernco, Inc.
Lerner New York, Inc.
New York & Company, Inc.
Lerner New York GC, LLC
Lerner New York Outlet, LLC
New York & Company Stores, Inc.
FTF GC, LLC
Lerner New York FTF, LLC
Fashion to Figure, LLC
FTF IP Company, Inc.

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of New Jersey**

In re **RTW Retailwinds, Inc.**

Debtor(s)

Case No.

Chapter

11

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **1-32315**.

2. The following financial data is the latest available information and refers to the debtor's condition on **July 13, 2020**.

a. Total assets \$ **405,356,610.28**

b. Total debts (including debts listed in 2.c., below) \$ **449,962,395.71**

c. Debt securities held by more than 500 holders:

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>

d. Number of shares of preferred stock **0** **0**

e. Number of shares common stock **65,300,484** **160**

Comments, if any:

3. Brief description of Debtor's business:

The debtors are a specialty women's omni-channel retailer with a powerful multi-brand lifestyle platform providing curated fashion solutions that are versatile, on-trend, and stylish at a great value.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

IPC NYCG LLC (48.5%)

Paradigm Capital Management (7.04%)

Fill in this information to identify the case:Debtor name RTW Retailwinds, Inc.United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/13/2020X

Signature of individual signing on behalf of debtor

Sheamus Toal

Printed name

CEO, CFO and Treasurer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **RTW Retailwinds, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF NEW JERSEY**

Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Easy Fashion Macao Commercial Offshore Ltd. Na Rua Commandante Mata E Oliveira, NOS 32A36	joantsang@fobhk.com Facsimile # 011 852 2371 2390	Trade Debt				\$28,044,107.12
MGF Sourcing US, LLC 4200 Regent Street Suite 205 Columbus, OH 43219	mpires@mgfsourcing.com Facsimile # 978-075-6722	Trade Debt				\$16,536,184.91
Li & Fung Trading Ltd. Li & Fung Korea 888 Cheung Sha Wan Road Kowloon 07	wongkwanpo@lifung.com.hk Facsimile # 011 8621 6350 9134	Trade Debt				\$8,137,816.94
Amos Eastern Apparel Inc. 251 West 39th St 12th Floor New York, NY 10018	tommy@amoseast.com Facsimile # 212-730-6355	Trade Debt				\$4,726,912.03
Sunrise Apparel Group LLC 801 S. Figueroa St. Suite 2500 Los Angeles, CA 90017	Jesse.Ybarra@Sunrisebrands.com Facsimile # 323-780-0751	Trade Debt				\$3,680,814.15

Debtor **RTW Retailwinds, Inc.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
F.O.B. Garments Limited Rm1108, Tower II Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon 07	joantsang@fobhk.com Facsimile # 011 852 2371 2390	Trade Debt				\$1,498,303.48
VNO Rent Receipt Account P.O.Box 371486 Pittsburgh, PA 15250-7486	jsilverman@vno.com Facsimile # 212-967-1519	Trade Debt				\$1,372,119.74
LLS Two Limited Parkway Columbus, OH 43230	MHedges@lb.com	Trade Debt				\$1,316,875.90
Fortune Footwear, Inc. 174 Hudson St. 3rd Floor New York, NY 10013	Facsimile # 212-431-9480	Trade Debt				\$1,294,329.10
Allied Printing P.O. Box 850 Manchester, CT 06045	Ron.Assoian@alliedprinting.com	Trade Debt				\$1,267,790.22
Allure Jewelry & Access. 9705 45 Avenue North 305 Plymouth, MN 55442	wjanderson@allure-jewelry.com Facsimile # 612-801-3161	Trade Debt				\$922,853.76
Leonard A. Feinberg, Inc. 1824 Byberry Road Bensalem, PA 19020	Facsimile # 215-639-1555	Trade Debt				\$690,514.05
NYCAL, Inc. 2211 Saybrook Avenue Commerce, CA 90040	Facsimile # 323-725-0025	Trade Debt				\$668,701.51
Queens Center Mall P.O. Box 849433 Los Angeles, CA 90084-9433	QueensCenterAR@macerich.com Facsimile # 718-592-4157					\$630,073.84
Spooky, Inc. c/o Peter Hess 405 Lexington Ave, 19th Floor New York, NY 10174	Peter.Hess@CAA.com Facsimile # 424-288-2900	Trade Debt				\$625,000.00

Debtor **RTW Retailwinds, Inc.**

Case number (if known)

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Salesforce.com, Inc. P.O. Box 203141 Dallas, TX 75320	Accounting@The digitalbrand architect.com	Trade Debt				\$600,623.70
Sweet Pea Limited Inc. 7301 Nw 36th Court Miami, FL 33147	areily@gosweet pea.com Facsimile # 305-634-7070	Trade Debt				\$547,093.51
Brooks Shopping Centers Marx Realty 10 Grand Central 155 E. 44th Street 7th Floor New York, NY 10017	Arion.A@marx realty.com	Trade Debt				\$510,080.92
Commission Junction, LLC 4140 Solutions Center 774140 Chicago, IL 60677-4001	cjar@cj.com Facsimile # 805-730-8001	Trade Debt				\$491,890.25
Pension Benefit Guaranty Corp. P.O. Box 15170 Alexandria, VA 22315-1750	Facsimile # 202-229-4047	Underfunded Pension Liability	Contingent Unliquidated Disputed			\$0.00

United States Bankruptcy Court

District of New Jersey

In re **RTW Retailwinds, Inc.**

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	Retainer 695,604.00*
Prior to the filing of this statement I have received	\$	484,417.00*
Balance Due	\$	

2. \$ **1,717.00** of the filing fee has been paid.
3. The source of the compensation paid to me was:
☒ Debtor ☐ Other (specify):
4. The source of compensation to be paid to me is:
☒ Debtor ☐ Other (specify):
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - d. [Other provisions as needed]
- See retention papers**
*** The amounts are subject to ongoing review and reconciliation as a result of certain services that were performed shortly prior to the petition date.**
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:
None

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

July 13, 2020
 Date

/s/ Michael D. Sirota
Michael D. Sirota
Signature of Attorney
Cole Schotz P.C.
Court Plaza North
25 Main Street
Hackensack, NJ 07601
201-489-3000 Fax: 201-489-1536
msirota@coleschotz.com
Name of law firm

**United States Bankruptcy Court
District of New Jersey**

In re RTW Retailwinds, Inc.

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
IPC NYCG LLC	Securities Ownership Common Stock		48.5%
Other			44.46%
Paradigm Capital Management			7.04%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CEO, CFO and Treasurer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 07/13/2020

Signature


Sheamus Toal

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
District of New Jersey**

In re **RTW Retailwinds, Inc.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **RTW Retailwinds, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

IPC NYCG LLC

☐ None [*Check if applicable*]

07/13/2020

/s/ Michael D. Sirota

Date

Michael D. Sirota

Signature of Attorney or Litigant

Counsel for **RTW Retailwinds, Inc.**

Cole Schotz P.C.

Court Plaza North

25 Main Street

Hackensack, NJ 07601

201-489-3000 Fax: 201-489-1536

msirota@coleschotz.com